

RECORDATION NO. 28010 - LLLL  
FILED LLL

DEC 01 '11 12:25 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
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December 1, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination and Release of Security Interest, dated as of November 30, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Memorandum and Restated Comprehensive Memorandum of Security Agreements previously filed with the Board under Recordation Number 28010-YYYYY.

The name and address of the party to the enclosed document are

|               |  |
|---------------|--|
| Secured Party | Bank of America, N.A., as Collateral Agent<br>901 Main Street, 14 <sup>th</sup> Floor<br>Dallas, Texas 75202 |
|---------------|--|

|            |   |
|------------|---|
| [Grantors] | The CIT Group/Equipment Financing, Inc.<br>The CIT Group/Corporate Aviation, Inc.<br>c/o CIT Group Inc.<br>1 CIT Drive<br>Livingston, NJ 07039] |
|------------|---|

Chief, Section of Administration  
December 1, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document  
is

2 SD40-2 locomotives CEFX 3158 and CEFX 3161

A short summary of the document to appear in the index is

Partial Termination and Release of Security Interest

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Edward M. Luria".

Edward M Luria

EML/sem  
Enclosures

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PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

The undersigned, BANK OF AMERICA, N A , as Administrative Agent and the Collateral Agent (as defined in the Security Agreement described below) for the Secured Parties (in such capacity, the "Collateral Agent"), does hereby terminate, release and discharge the security interest held by it on that certain railroad equipment identified on Exhibit A attached hereto (the "Released Equipment"), without recourse, representation or warranty

Such security interest was granted pursuant to that certain Collateral Agreement, dated as of August 25, 2011 (as the same may be amended, restated, supplemented or otherwise modified from time to time the "Security Agreement"), pursuant to which, among other things, The CIT Group/Equipment Financing, Inc., The CIT Group/Corporate Aviation, Inc. and CIT Leasing Corporation (collectively, the "Grantors"), granted to the Collateral Agent (including any successor collateral agent), for the benefit of the Secured Parties, a lien on, and security interest in, all of its right, title and interest in, to and under, *inter alia*, certain of each such Grantor's railcars and other rolling stock, whether now owned or hereafter acquired, a Memorandum of which was recorded with the Surface Transportation Board under Recordation No. 28010-YYYYY.

This instrument shall be governed by, and construed in accordance with, the law of the State of New York

This instrument is executed upon the express conditions that (a) nothing herein contained shall be construed to release from the lien of the aforesaid Security Agreement or to impair said lien upon any property subject thereto, except the Released Equipment and (b) the foregoing release shall not apply to the proceeds of the disposition of the Released Equipment. Except as provided above, the Collateral Documents as defined in the Credit Agreement remain in full force and effect. Nothing contained in this instrument will be construed as a release, waiver or amendment of any provision of any Collateral Document as defined in the Credit Agreement other than as expressly provided above.

*[Signature pages follow]*

By                                          

Title \_\_\_\_\_

On this 15 day of June, 2008, before me, the undersigned Notary Public, personally appeared James M. Smith personally known to me to be the person who executed the within instrument as the President of BANK OF AMERICA, N.A. and acknowledged to me that the corporation executed it

\_\_\_\_\_  
NOTARY PUBLIC

## My Commission Expires

# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

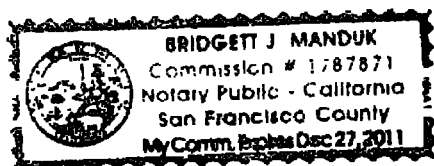
State of California

County of \_\_\_\_\_

On \_\_\_\_\_ before me,

personally appeared \_\_\_\_\_

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct

WITNESS my hand and official seal

Signature \_\_\_\_\_

## OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document, and could prevent fraudulent removal and reattachment of this form to another document

### Description of Attached Document

Title or Type of Document \_\_\_\_\_

Document Date \_\_\_\_\_

Number of Pages \_\_\_\_\_

Signer(s) Other Than Named Above \_\_\_\_\_

### Capacity(ies) Claimed by Signer(s)

Signer's Name \_\_\_\_\_

Individual

Corporate Officer — Title(s) \_\_\_\_\_

Partner — I I Limited I I General

Attorney in Fact

Trustee

Guardian or Conservator

Other \_\_\_\_\_

Signer is Representing \_\_\_\_\_

Signer's Name \_\_\_\_\_

Individual

Corporate Officer — Title(s) \_\_\_\_\_

Partner — I I Limited I I General

Attorney in Fact

Trustee

Guardian or Conservator

Other \_\_\_\_\_

Signer is Representing \_\_\_\_\_

**Exhibit A**

Two (2) SD40-2 locomotives marked and numbered as follows

| <b><u>Mark</u></b> | <b><u>Number</u></b> | <b><u>EIN</u></b> |
|--------------------|----------------------|-------------------|
| CEFX               | 3158                 | 1274              |
| CEFX               | 3161                 | 1277              |

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated December 1, 2011      Edward M Luria  
Edward M. Luria